

**BEFORE THE BOARD OF OIL, GAS AND MINING
DEPARTMENT OF NATURAL RESOURCES
STATE OF UTAH**

IN THE MATTER OF THE REQUEST FOR AGENCY ACTION OF BILL BARRETT CORPORATION FOR AN ORDER POOLING ALL INTERESTS, INCLUDING THE COMPULSORY POOLING OF THE INTERESTS OF ABH BAXTER LP, BAXSTO LLC, BLAIRBAX ENERGY LLC, BUFFY ENERGY LLC, ASHLEY BAXTER STOUT, ABBIE BLAIR BAXTER, KELLY HOLLIS BAXTER, AND ANY OTHER PARTY CLAIMING AN INTEREST BY, THROUGH, OR UNDER THE ESTATE OF KELLY H. BAXTER, DECEASED, AND ANY PARTY CLAIMING AN INTEREST BY, THROUGH, OR UNDER THE ESTATE OF CHARLES A. JACOBS, DECEASED, IN THE DRILLING UNIT ESTABLISHED FOR THE PRODUCTION OF OIL, GAS AND ASSOCIATED HYDROCARBONS FROM THE LOWER GREEN RIVER-WASATCH FORMATIONS, COMPRISED OF SECTION 11, TOWNSHIP 4 SOUTH, RANGE 7 WEST, USM, DUCHESNE COUNTY, UTAH

NOTICE OF HEARING

Docket No. 2015-003
Cause No. 139-128

THE STATE OF UTAH TO ALL PERSONS INTERESTED IN THE FOLLOWING MATTER.

Notice is hereby given that the Board of Oil, Gas and Mining ("Board"), State of Utah, will conduct a hearing on WEDNESDAY, JANUARY 28, 2015, at 9:00 AM, or as soon thereafter as possible, in the auditorium of the Department of Natural Resources, 1594 West North Temple, Salt Lake City, Utah.

The hearing will be conducted as a formal administrative adjudication in accordance with the rules of the Board as set forth in Utah Administrative Code R641 et seq., and as provided for in Utah Code Ann. § 40-6-1 et seq., and Utah Code Ann. § 63G-4-101 through 601.

The purpose of the hearing will be for the Board to receive testimony and evidence regarding a Request for Agency Action that the Board enter an Order:

1. Pooling all interests, including the compulsory pooling of the interests of ABH Baxter LP ("ABH Baxter"), Baxsto LLC ("Baxsto"), BlairBax Energy LLC ("BlairBax"), Buffy Energy LLC ("Buffy"), Ashley Baxter Stout, Abbie Blair Baxter, Kelly Hollis Baxter, and any other party claiming an interest by, through or under the Estate of Kelly H. Baxter, deceased, and any party claiming an interest by, through or under the Estate of Charles A. Jacobs, deceased (collectively hereinafter the "FP Parties"), in the drilling unit established by the Board in its Order entered on September 20, 1972 in Cause No. 139-8, as modified by the Orders entered on December 21, 2008 in Cause No. 139-84, on March 11, 2010 in Cause No. 139-85, and on November 6, 2014 in Cause No. 139-124 (collectively hereinafter the "Applicable Orders"), for the production of oil, gas and associated hydrocarbons from the Lower Green River-Wasatch formations, defined as:

[T]he interval from the top of the Lower-Green River formation (TGR3 marker) to the base of the Green River-Wasatch formations (top of the Cretaceous), which base is defined as the stratigraphic equivalent of the Dual Induction Log depths of 16,720 feet in the Shell-Ute 1-18B5 well located in the S½NE¼ of Section 18, Township 2 South, Range 5 West, U.S.M., and 16,970 feet in the Shell-Brotherson 1-11B4 well located in the S½NE¼ of Section 11, Township 2 South, Range 4 West, U.S.M.,

(the "Subject Formations"), comprised of the entirety of Section 11, Township 4 South, Range 7 West, U.S.M., Duchesne County, Utah (the "Drilling Unit"), retroactively effective as of September 26, 2014, being the date of first production of the 11-11D-47 BTR Well, located in the SE¼SW¼ of Section 11, Township 4 South, Range 7 West, U.S.M. in Duchesne County, Utah, (hereinafter the "Subject Well");

2. Declaring the FP Parties as "non-consenting owners" as that term is defined in Utah Code Ann. § 40-6-2(11) and as owners "deemed to have refused to agree to bear [their] proportionate share of costs" in accordance with Utah Admin. Code Rule R649-2-9(1) as relating to the Subject Well;

3. Declaring BBC, as Operator on behalf of itself, Crescent Point, and Mitchell, as a "consenting owner" as that term is defined in Utah Code Ann. § 40-6-2(4) as relating to the Subject Well;

4. Providing for the recovery by BBC, in such capacity, from the FP Parties' respective shares of production of the costs set forth in Utah Code Ann. § 40-6-6.5(4) as relating to the

Subject Well, including a non-consent penalty of 400% pursuant to Utah Code Ann. § 40-6-6.5(4)(d)(i)(D) and estimated plugging and abandonment costs of \$75,000 for the Subject Well;

5. Providing for the payment of a 16.706924% proportionately reduced royalty to the FP Parties, during the cost recovery period as provided in Utah Code Ann. §§ 40-6-6.5(6) and (8);

6. Adopting the terms of the JOA attached as Exhibit "1" to the Request for Agency Action filed in the above captioned Cause, to govern operations on the Drilling Unit between BBC and the FP Parties, to the extent not inconsistent with the foregoing, as provided in Utah Code Ann. § 40-6-6.5(2)(c);

7. Generally including all such other terms and conditions as required under Utah Code Ann. § 40-6-6.5; and

8. Providing for such other and further relief as may be just and equitable under the circumstances.

Objections to the Request for Agency Action must be filed with the Secretary of the Board at the address listed below no later than the 12th day of January, 2015. A party must file a timely written objection or other response in order to participate as a party at the Board hearing. Failure to participate can result in a default judgment.

Natural persons may appear and represent themselves before the Board. All other representation of parties before the Board will be by attorneys licensed to practice law in the State of Utah, or attorneys licensed to practice law in another jurisdiction which meet the rules of the Utah State Bar for practicing law before the Utah Courts.

Persons interested in this matter may participate pursuant to the procedural rules of the Board. The Request for Agency Action, and any subsequent pleadings, may be inspected at the office of the undersigned, and inspected online at the Utah Board of Oil, Gas and Mining's website at <http://ogm.utah.gov/amr/boardtemp/redesign/books.html>.

Pursuant to the Americans with Disabilities Act, persons requiring auxiliary communicative aids and services to enable them to participate in this hearing should call Julie Ann Carter at (801) 538-5277, at least three working days prior to the hearing date.

DATED this 30th day of December, 2014.

STATE OF UTAH
BOARD OF OIL, GAS AND MINING
Ruland J. Gill, Jr., Chairman



/s/ Julie Ann Carter

Board Secretary
1594 West North Temple, Suite 1210
Salt Lake City, Utah 84116
(801) 538-5277

CERTIFICATE OF PUBLISHED NOTICE

I hereby certify that I caused a true and correct copy of the foregoing NOTICE OF HEARING for Docket No. 2015-003 Cause No. 139-128 to be PUBLISHED in the following newspapers on the following days:

January 4, 2015:

The Salt Lake Tribune and Deseret Morning News, newspapers of general circulation in Salt Lake City and County.

January 6, 2015:

Uintah Basin Standard, a newspaper of general circulation in Duchesne and Uintah Counties.



CERTIFICATE OF SERVICE

I hereby certify that on this 30th day of December, 2014, I caused a true and correct copy of the foregoing **NOTICE OF HEARING** for Docket No. 2015-003, Cause No. 139-128, to be mailed with postage prepaid, via E-mail or First Class Mail, to the following:

MacDonald & Miller
Mineral Legal Services, PLLC
Frederick M. MacDonald, Esq
J. Brent Allen, Esq.
7090 S. Union Park Avenue, Suite 400
Midvale, UT 84047

Attorneys for Petitioner Bill Barrett
Corporation

Michael S. Johnson
Assistant Attorney General
Utah Board of Oil, Gas & Mining
1594 W North Temple, Suite 300
Salt Lake City, UT 84116
[Via Email]

Tina M. Voight
6114 La Salle Ave., #351
Oakland, CA 94611-2802

Gaye E. Gouk
14703 SE 145th Place
Renton, WA 98059

David Watts, Land Manager
Bill Barrett Corporation
1099 18th Street, Suite 2300
Denver, CO 80202

Steven F. Alder
Assistant Attorneys General
Utah Division of Oil, Gas & Mining
1594 W North Temple, Suite 300
Salt Lake City, UT 84116
[Via Email]

DeAnna S. Dotson, Trustee of the
DeAnna S. Dotson 2010 Trust
33121 Ocean Rdg
Dana Point, CA 92629-1085
[Address updated 12/29/2015]

John Jesse
6368 West 10220 North
Highland, UT 84003

Mona Leff McInelly, individually and as
Heir of Harry Leff and Esther A. Leff,
Both Deceased
69525 Dillon Road SPC 75
Dsrt Hot Spgs, CA 92241-9343
[Address updated 12/24/2014]

Marika Leff, as Attorney in Fact for the
Estate of Harry Leff, Jr., an Incapacitated
Person, an Heir of Harry Leff and
Esther A. Leff, Both Deceased
P.O. Box 238
Novato, CA 94948

Mary Jesse
19301 SE 16th Street
Sammamish, WA 98075

Rose Herrera
3051 Marston Way
San Jose, CA 95148

Sandra Figueroa
3452 Machado Ave.
Santa Clara, CA 95051-1939

David B. Reimann
7341 South Giachery Ave.
Tucson, AZ 85741

Joseph L. Reimann
2178 Whitmore Way
Salt Lake City, UT 84121

Paul Eldren Reimann
1014 East Center St.
Bountiful, UT 84010

Corporation of The Presiding Bishop of
The Church of Jesus Christ of Latter-Day
Saints
50 E. North Temple Street, 12th Floor
Salt Lake City, UT 84150

Yvonne Reimann Jacobs
3328 Westbrook Drive
Taylorsville, UT 84129

Louise Reimann Erikson
4361 Silas Hutchinson Dr.
Chantilly, VA 22021

Howard Schultz
2190 Nightingale Ave.
Santa Rosa, CA 95403

Estate Of Eileen S. Tarcay
C/O Kim M. Barr
465 E. Penney Ave.
Salt Lake City, UT 84115

Cameron S. Coltrain
882 Belfast Dr.
Dayton, OH 45440

James Grant Stringham,
Administrator of the Grant Stringham Trust
2560 Lynnwood Drive
Salt Lake City, UT 84094

Molly Cameron
60 Georgetown Drive
Columbus, Oh 43214

Gene Schultz Byrge
P.O. Box 55
Alpha, MI 49902

Haigen Pearson, Trustee under the Haigen
Pearson Revocable Trust dated 5-8-2009
317 No. Broad Street, #416
Philadelphia, PA 19107

Randon P. Beckstead and Cindy L.
Beckstead, Trustees under the Randon and
Cindy Beckstead Trust dated 4-9-2002
1892 East Summer Meadow
Sandy, UT 84093

Reimann Properties No. 1, LLC
Joseph L. Reimann, Manager
2178 Whitmore Way
Salt Lake City, UT 84121

Gregory W. Beckstead and Cynthia J.
Beckstead, Trustees Under the Gregory and
Cynthia Beckstead Trust dated 11-21-2008
7519 Greens Mill Drive
Loganville, GA 30052

Mac Pearson, Trustee under the Mac
Pearson Revocable Trust dated 5-18-2009
874 West Steeple Chase Dr.
Kaysville, UT 84037

Baxsto LLC
Attn: Ashley Stout
P.O. Box 302857
Austin, TX 78703

Abh Baxter LP
P.O. Box 1649
Austin, TX 78767

Buffy Energy LLC
Attn: Janet Kay Baxter
P.O. Box 1649
Austin, TX 78767

Blairbax Energy
Attn: Abbie Blair Baxter
815-A Brazos St., #491
Austin, TX 78701

Abbie Blair Baxter
C/O Blairbax Energy
815-A Brazos St., #491
Austin, TX 78701

Ashley Baxter Stout
C/O Baxsto LLC
P.O. Box 302857
Austin, TX 78703

Crescent Point Energy U.S. Corp.
Attn: Ryan Waller
555 17th St., Suite 750
Denver, CO 80202

Mitchell Minerals, LLC
P.O. Box 488
Henryetta, OK 74437

Ute Tribe of Uintah and
Ouray Indian Reservation
Energy & Minerals Dept.
P.O. Box 70
Ft. Duchesne, UT 84026

Kelly Hollis Baxter
C/O Janet Kay Baxter,
as Agent and Attorney-In-Fact
P.O. Box 1649
Austin, TX 78767

United States Bureau Of Land
Management
Utah State Office
Attn: Roger L. Bankert
440 West 200 South, Ste. 500
Salt Lake City, UT 84101

BIA Uintah And Ouray Agency
For Ute Indian Tribe
P.O. Box 130
Fort Duchesne, UT 84026

Ute Distribution Corporation
P.O. Box 696
Roosevelt, UT 84066

United States Bureau of Land Management
Vernal Field Office
Attn: Jerry Kenczka
170 South 500 East
Vernal, UT 84078

A handwritten signature in blue ink, reading "Julie Ann Carter", is written over a horizontal line.